

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation, <i>et al.</i> , <sup>1</sup>	§	Case No. 23-90001
	§	
Debtors.	§	Jointly Administered

**NOTICE OF BID PROCEDURES,  
AUCTION, HEARING AND DEADLINES RELATING  
TO THE SALE OF CERTAIN OF THE ASSETS OF THE DEBTORS**

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**PLEASE TAKE NOTICE** that on February 24, 2023, the above-captioned debtors and debtors in possession (the “**Debtors**”) in the above-captioned case (the “**Bankruptcy Case**”), filed a *Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors’ Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Designate a Stalking Horse Purchaser, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief* [Docket No. [271] (the “**Bid Procedures and Sale Motion**”).<sup>2</sup> The Debtors seeks to complete a sale (the “**Transaction**”) of Certain of their assets (the “**Assets**”) to a prevailing bidder or bidders (the “**Successful Bidder**”) at an auction free and clear of all liens, claims, encumbrances and other interests pursuant to Bankruptcy Code section 363 (the “**Auction**”).

**PLEASE TAKE FURTHER NOTICE** that, on March 20, 2023 the Bankruptcy Court entered an order Docket No. 558 (the “**Bid Procedures Order**”) approving the Bid Procedures set forth in the Bid Procedures and Sale Motion (the “**Bid Procedures**”), which set the key dates and times related to the sale of the Debtors’ Assets. **All interested bidders should carefully read the Bid Procedures.** To the extent there are any inconsistencies between the Bid Procedures and the summary description of its terms and conditions contained in this notice, the terms of the Bid Procedures shall control.

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<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Tuesday Morning Corporation (8532) (“TM Corp.”); TMI Holdings, Inc. (6658) (“TMI Holdings”); Tuesday Morning, Inc. (2994) (“TMI”); Friday Morning, LLC (3440) (“FM LLC”); Days of the Week, Inc. (4231) (“DOTW”); Nights of the Week, Inc. (7141) (“NOTW”); and Tuesday Morning Partners, Ltd. (4232) (“TMP”). The location of the Debtors’ service address is 6250 LBJ Freeway, Dallas, Texas 75240.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings set forth in the Bid Procedures and Sale Motion.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Bid Procedures, the Debtors must receive a Qualified Bid from interested bidders in writing, on or before **April 6, 2023 at 4:00 p.m. (prevailing Central Time)** or such later date as may be agreed to by the Debtors with the prior consent of 1903P Agent (the “**Bid Deadline**”). To be considered, Qualified Bids must be sent to the following at or before the Bid Deadline: (i) (a) Proposed Counsel for Debtors, Munsch Hardt Kopf & Harr, P.C., Attn: Deborah M. Perry, [dperry@munsch.com](mailto:dperry@munsch.com); Kevin M. Lippman, [klippman@munsch.com](mailto:klippman@munsch.com); Julian P. Vasek, [jvasek@munsch.com](mailto:jvasek@munsch.com) and (b) proposed Special Counsel to the Debtors, Phelan Law, Attn: Robin Phelan, [robin@phelanlaw.com](mailto:robin@phelanlaw.com); (ii) Proposed Debtors’ Investment Bankers, Piper Sandler, Attn: Dustin Mondell, [dustin.mondell@psc.com](mailto:dustin.mondell@psc.com); (iii) The Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242-1699; Attn: Erin Schmidt, [Erin.Schmidt@usdoj.gov](mailto:Erin.Schmidt@usdoj.gov); (iv) Proposed Counsel to the Committee, (a) Lowenstein Sandler LLP, Attn: Jeffrey Cohen, [jcohen@lowenstein.com](mailto:jcohen@lowenstein.com); Eric Chafetz, [echafetz@lowenstein.com](mailto:echafetz@lowenstein.com) and Brent Weisenberg, [bweisenberg@lowenstein.com](mailto:bweisenberg@lowenstein.com) and (b) Fox Rothschild, Attn: Trey Monsour, [tmonsour@foxrothschild.com](mailto:tmonsour@foxrothschild.com) and (v) Counsel for 1903P Loan Agent, LLC, Otterbourg P.C., Attn: Chad Simon, [csimon@otterbourg.com](mailto:csimon@otterbourg.com) and John Bougiamas [jbougiamas@otterbourg.com](mailto:jbougiamas@otterbourg.com)

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Bid Procedures, if the Debtors receive one or more Qualified Bids (other than the Stalking Horse Agreement) by the Bid Deadline, the Auction will be conducted at the offices of Munsch Hardt Kopf & Harr, PC, 500 N. Akard St., Suite 3800, Dallas, Texas 75201 on **April 12, 2023 at 10:00 a.m. (prevailing Central Time)**, or at such other place, date and time as may be designated by the Debtors.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Bid Procedures, the Debtors have designated certain Assigned Contracts that may be assumed or assumed and assigned to the Successful Bidder. By **March 27, 2023**, the Debtors shall send a notice to each counterparty to an Assigned Contract setting forth the Debtors’ calculation of the Cure Amount, if any, that would be owing to such counterparty if the Debtors decided to assume or assume and assign such Assigned Contract, and alerting such nondebtor party that their contract may be assumed and assigned to the Successful Bidder (the “**Cure and Possible Assumption and Assignment Notice**”).

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Bid Procedures, any counterparty that objects to the Cure Amount set forth in the Cure and Possible Assumption and Assignment Notice, the possible assignment of their Assigned Contract(s), or the proposed form of adequate assurance of future performance of the Stalking Horse Purchaser, if any, with respect to such contract or lease must file with the Bankruptcy Court and serve an objection (a “**Contract Objection**”) so it is actually received on or before **4:00 p.m. prevailing Central Time on April 7, 2023**, by (i) (a) Proposed Counsel for Debtors, Munsch Hardt Kopf & Harr, P.C., Attn: Deborah M. Perry, [dperry@munsch.com](mailto:dperry@munsch.com); Kevin M. Lippman, [klippman@munsch.com](mailto:klippman@munsch.com); Julian P. Vasek, [jvasek@munsch.com](mailto:jvasek@munsch.com) and (b) proposed Special Counsel to the Debtors, Phelan Law, Attn: Robin Phelan, [robin@phelanlaw.com](mailto:robin@phelanlaw.com); (ii) Proposed Debtors’ Investment Bankers, Piper Sandler, Attn: Dustin Mondell, [dustin.mondell@psc.com](mailto:dustin.mondell@psc.com); (iii) The Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242-1699; Attn: Erin Schmidt, [Erin.Schmidt@usdoj.gov](mailto:Erin.Schmidt@usdoj.gov); (iv) Proposed Counsel to the Committee, (a) Lowenstein Sandler LLP, Attn: Jeffrey Cohen, [jcohen@lowenstein.com](mailto:jcohen@lowenstein.com); Eric Chafetz, [echafetz@lowenstein.com](mailto:echafetz@lowenstein.com) and Brent

Weisenberg, [bweisenberg@lowenstein.com](mailto:bweisenberg@lowenstein.com) and (b) Fox Rothschild, Attn: Trey Monsour: [tmonsour@foxrothschild.com](mailto:tmonsour@foxrothschild.com) and (v) Counsel for 1903P Loan Agent, LLC, Otterbourg P.C., Attn: Chad Simon, [csimon@otterbourg.com](mailto:csimon@otterbourg.com) and John Bougiamas [jbougiamas@otterbourg.com](mailto:jbougiamas@otterbourg.com). Where a counterparty to an Assigned Contract files a timely Cure or Assignment Objection asserting a higher Cure Amount than the amount listed in the Cure and Possible Assumption and Assignment Notice, or an objection to the possible assignment of that counterparty's Assigned Contract, and the parties are unable to consensually resolve the dispute, the amount to be paid under Bankruptcy Code section 365 (if any) or, as the case may be, the Debtors' ability to assign the Assigned Contract to the Successful Bidder or the Backup Bidder will be determined at the Sale Hearing (as defined below), or such other hearing as agreed by the Debtors, the Successful Bidder, and the objecting party.

**PLEASE TAKE FURTHER NOTICE** that to the extent the Successful Bidder or Backup Bidder are not the Stalking Horse Purchaser, then objections, if any, to the identity of the Successful Bidder and Backup Bidder or such Successful Bidder's and Backup Bidder's proposed adequate assurance of future performance (but not Cure Amount, objections to which must be made by the Contract Objection Deadline) (each, a "**Limited Contract Objection**") **must** (i) be in writing, (ii) comply with the applicable provisions of the Bankruptcy Rules and the Local Rules, and (iii) state with specificity the nature of the objection and include any applicable and appropriate documentation in support thereof, and (iv) be filed with the Bankruptcy Court and served on the following parties so as to be actually received on or before **April 17, 2023 at 4:00 p.m. (prevailing Central Time)** (the "**Limited Contract Objection Deadline**"): (i) (a) Proposed Counsel for Debtors, Munsch Hardt Kopf & Harr, P.C., Attn: Deborah M. Perry, [dperry@munsch.com](mailto:dperry@munsch.com); Kevin M. Lippman, [klippman@munsch.com](mailto:klippman@munsch.com); Julian P. Vasek, [jvasek@munsch.com](mailto:jvasek@munsch.com) and (b) proposed Special Counsel to the Debtors, Phelan Law, Attn: Robin Phelan, [robin@phelanlaw.com](mailto:robin@phelanlaw.com); (ii) Proposed Debtors' Investment Bankers, Piper Sandler, Attn: Dustin Mondell, [dustin.mondell@psc.com](mailto:dustin.mondell@psc.com); (iii) The Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242-1699; Attn: Erin Schmidt, [Erin.Schmidt@usdoj.gov](mailto:Erin.Schmidt@usdoj.gov); (iv) Proposed Counsel to the Committee, (a) Lowenstein Sandler LLP, Attn: Jeffrey Cohen, [jcohen@lowenstein.com](mailto:jcohen@lowenstein.com); Eric Chafetz, [echafetz@lowenstein.com](mailto:echafetz@lowenstein.com) and Brent Weisenberg, [bweisenberg@lowenstein.com](mailto:bweisenberg@lowenstein.com) and (b) Fox Rothschild, Attn: Trey Monsour: [tmonsour@foxrothschild.com](mailto:tmonsour@foxrothschild.com) and (v) Counsel for 1903P Loan Agent, LLC, Otterbourg P.C., Attn: Chad Simon, [csimon@otterbourg.com](mailto:csimon@otterbourg.com) and John Bougiamas, [jbougiamas@otterbourg.com](mailto:jbougiamas@otterbourg.com).

**PLEASE TAKE FURTHER NOTICE** that a hearing will be held to approve the sale of the Assets to the Successful Bidder (the "**Sale Hearing**") in Room 204, U.S. Courthouse, 501 W. Tenth Street, Fort Worth, Texas 76102 on **April 18, 2023 at 9:30 a.m. (prevailing Central Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or on the agenda for such Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that Objections to the sale of the Assets to the Successful Bidder other than the Stalking Horse Purchaser, and other than objections due by the Contract Objection Deadline or Limited Contract Objection Deadline (as defined in the Bid Procedures Order) must be filed and served so they are received no later than **4:00 p.m. (prevailing**

**Central Time) on April 14, 2023**, by (i) (a) Proposed Counsel for Debtors, Munsch Hardt Kopf & Harr, P.C., Attn: Deborah M. Perry, [dperry@munsch.com](mailto:dperry@munsch.com); Kevin M. Lippman, [klippman@munsch.com](mailto:klippman@munsch.com); Julian P. Vasek, [jvasek@munsch.com](mailto:jvasek@munsch.com) and (b) proposed Special Counsel to the Debtors, Phelan Law, Attn: Robin Phelan, [robin@phelanlaw.com](mailto:robin@phelanlaw.com); (ii) Proposed Debtors' Investment Bankers, Piper Sandler, Attn: Dustin Mondell, [dustin.mondell@psc.com](mailto:dustin.mondell@psc.com); (iii) The Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242-1699; Attn: **Erin Schmidt**, [Erin.Schmidt@usdoj.gov](mailto:Erin.Schmidt@usdoj.gov); (iv) Proposed Counsel to the Committee, (a) Lowenstein Sandler LLP, Attn: Jeffrey Cohen, [jcohen@lowenstein.com](mailto:jcohen@lowenstein.com); Eric Chafetz, [echafetz@lowenstein.com](mailto:echafetz@lowenstein.com) and Brent Weisenberg, [bweisenberg@lowenstein.com](mailto:bweisenberg@lowenstein.com) and (b) Fox Rothschild, Attn: Trey Monsour: [tmonsour@foxrothschild.com](mailto:tmonsour@foxrothschild.com) and (v) Counsel for 1903P Loan Agent, LLC, Otterbourg P.C., Attn: Chad Simon, [csimon@otterbourg.com](mailto:csimon@otterbourg.com) and John Bougiamas [jbougiamas@otterbourg.com](mailto:jbougiamas@otterbourg.com)

**PLEASE TAKE FURTHER NOTICE** that the Debtors are seeking to waive the fourteen-day stay period under Bankruptcy Rules 6004(h) and 6006(d) in order for the Sale to close immediately upon entry of the Sale Order by this Court.

**PLEASE TAKE FURTHER NOTICE** that this notice is subject to the full terms and conditions of the Bid Procedures and Sale Motion, the Bid Procedures Order and the Bid Procedures, which shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. A copy of the Bid Procedures and Sale Motion, the Bid Procedures and the Bid Procedures Order may be obtained: (a) upon request from the Proposed Counsel for Debtors, Munsch Hardt Kopf & Harr, P.C.; Attn: Conor P. White: [cwhite@munsch.com](mailto:cwhite@munsch.com); (b) for free from the website of the Debtors' noticing agent, Stretto, <https://cases.stretto.com/tuesdaymorning/>, and (c) for a fee via PACER..

RESPECTFULLY SUBMITTED this 21st day of March, 2023

**MUNSCH HARDT KOPF & HARR, P.C.**

By: /s/ Julian P. Vasek

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